

**Amendments to and Listing of the Claims:**

Please amend claims 1-14 to read as follows, with the changes as shown:

Claim 1 (currently amended) A method of manufacturing a composite panel comprising the steps of:

forming a first lower panel having a peripheral lip and a plurality of raised projections, each defining coplanar surfaces;

forming a second upper panel having a substantially planar surface and a peripheral lip, wherein the peripheral lip of the first panel is configured to fit snugly against and within the peripheral lip of the second panel;

applying an adhesive to at least said the coplanar surfaces of said the first panel;  
and

securing said the second panel to said the first panel ~~with said~~ such that the coplanar surfaces are adhered to the upper panel and the peripheral lips remain in substantial proximity to form the composite panel.

Claim 2 (currently amended) The method of ~~manufacturing a composite panel of Claim~~ claim 1, wherein said the raised projections are a plurality of convolutions.

Claim 3 (currently amended) The method of ~~manufacturing a composite panel of Claim~~ claim 1, wherein said the raised projections are a plurality of frusto-conical projections.

Claim 4 (currently amended) The method of ~~manufacturing a composite panel of Claim~~ claim 1, wherein said the raised projections are triangles arranged in a closed X pattern.

Claim 5 (currently amended) The method of ~~manufacturing a composite panel of Claim~~ claim 1, further ~~including a~~ wherein the first panel comprises a second plurality of elongate projections having a height less than said a height of the plurality of raised projections.

Claim 6 (currently amended) The method of ~~manufacturing a composite panel of Claim~~ claim 1, further ~~including~~ comprising the step of applying adhesive to said the peripheral lip of said the first panel.

Claim 7 (currently amended) The method of ~~manufacturing a composite panel of Claim~~ claim 1, wherein said the first and second panels are formed of thermoformable material.

Claim 8 (currently amended) A method of manufacturing a composite panel comprising the steps of:

forming a first lower panel having a peripheral lip and a plurality of raised features;

forming a second upper panel having a planar surface and a peripheral lip, wherein the peripheral lip of the first panel is configured to fit snugly against and within the peripheral lip of the second panel;

applying an adhesive to at least said the raised features of said the first panel; and

securing said the second panel to said the first panel, such that the coplanar surfaces are adhered to the upper panel and the peripheral lips remain in substantial proximity to form the composite panel.

Claim 9 (currently amended) The method of ~~manufacturing a composite panel of Claim claim~~ 8, further ~~including comprising the step of~~ applying adhesive to ~~one of said the~~ peripheral lips lip of the lower panel.

Claim 10 (currently amended) The method of ~~manufacturing a composite panel of Claim claim~~ 9, wherein said the raised features are a plurality of convolutions.

Claim 11 (currently amended) The method of ~~manufacturing a composite panel of Claim claim~~ 9, wherein said the raised features are a plurality of frusto-conical projections.

Claim 12 (currently amended) The method of ~~manufacturing a composite panel of Claim claim~~ 9, wherein said the raised features are triangles arranged in a closed X pattern.

Claim 13 (currently amended) The method of ~~manufacturing a composite panel of Claim claim~~ 9, further ~~including comprising~~ a second plurality of elongate features having a height less than said a height of the plurality of raised features.

Claim 14 (currently amended) The method of ~~manufacturing a composite panel of Claim claim~~ 9, wherein said the first and second panels are formed of thermoformable material.

Claims 15-19 (canceled).

Claim 20 (new) The method of claim 1, wherein the composite panel is selected from the group consisting of a tonneau cover, a vehicle floorboard, a door panel and a roof panel.

Claim 21 (new) The method of claim 20, wherein the composite panel is a tonneau cover.

Claim 22 (new) The method of claim 8, wherein the composite panel is selected from the group consisting of a tonneau cover, a vehicle floorboard, a door panel and a roof panel.

Claim 23 (new) The method of claim 22, wherein the composite pane is a tonneau cover.

Claim 24 (new) The method of claim 1, wherein the peripheral lip of the upper panel and the peripheral lip of the lower panel form a downturned edge.

Claim 25 (new) The method of claim 8, wherein the peripheral lip of the upper panel and the peripheral lip of the lower panel form a downturned edge.